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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	X Chapter 11
LEHMAN BROTHERS HOLDINGS, INC. et al.,	:	Case No. 08-13555 (JMP)
Debtors.	:	(Jointly Administered)
	X	

**STIPULATION BETWEEN REED SMITH LLP
AND THE FEE COMMITTEE REGARDING THE
FIRST AND SECOND INTERIM APPLICATIONS OF REED SMITH LLP,
SPECIAL COUNSEL TO THE DEBTORS,
FOR COMPENSATION AND EXPENSES
FOR THE PERIODS JUNE 1, 2010 THROUGH NOVEMBER 30, 2010 AND
DECEMBER 1, 2010 THROUGH FEBRUARY 28, 2011**

**TO: THE HONORABLE JAMES M. PECK
U.S. BANKRUPTCY JUDGE**

WHEREAS, on December 14, 2010, Reed Smith LLP (“Reed Smith”) filed the *First Interim Application of Reed Smith LLP, Special Counsel to the Debtors and Debtors in Possession, for Allowance of Compensation and Reimbursement of Expenses for the Period June 1, 2010 Through November 30, 2010* (the “First Fee Application”) [Docket No. 13481] seeking interim fees in the amount of \$418,202.00 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$4,832.33;

WHEREAS, on June 2, 2010, Reed Smith filed the *Second Interim Application of Reed Smith LLP, Special Counsel to the Debtors and Debtors in Possession, for Allowance of Compensation and Reimbursement of Expenses for the Period December 1, 2010 Through February 28, 2011* (the “Second Fee Application”) [Docket No. 17341] seeking interim fees in the amount of \$237,869.50 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$5,517.90;

WHEREAS, Reed Smith regularly has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the First Fee Application and Second Fee Application, issued a Confidential Letter Report on August 5, 2011, and entered into a dialogue with Reed Smith regarding those applications;

WHEREAS, as a result of this dialogue, Reed Smith has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$14,736.00 for professional services rendered and \$53.93 in Reed Smith’s out-of-pocket expenses for the First Fee Application; and

WHEREAS, as a result of this dialogue, Reed Smith has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$13,161.00 for professional services rendered and \$130.62 in Reed Smith’s out-of-pocket expenses for the Second Fee Application.

STIPULATION

NOW, THEREFORE, the Fee Committee and Reed Smith hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Reed Smith's request for interim compensation and reimbursement of expenses in the reduced amount of \$403,466 in fees and \$4,769.87 in expenses for the First Fee Application and \$224,708.50 in fees and \$5,387.28 in expenses for the Second Fee Application.

Dated: Madison, Wisconsin
November 15, 2011

GODFREY & KAHN, S.C.

By: /s/ *Katherine Stadler*
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Attorneys for Fee Committee

Dated: Chicago, Illinois
November 10, 2011

REED SMITH LLP

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